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NOV 15 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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Philip L. Verveer

November 15, 1999

Ms. Magalie Roman Salas
Office of the Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Ex Parte Filing
In re Applications of U S WEST, Inc., Transferor,
and Qwest Communications International, Inc.,
Transferee, for Consent to Transfer Control,
CC Docket No. 99-272

Dear Ms. Salas:

Enclosed are copies of letters from Stephen Gray,
President of McLeodUSA to the commissioners, concerning the US WEST-
Qwest proposed transfer of control.

Pursuant to the Commission's rules, an original and one
copy of this letter are being filed.

Sincerely,

PLV —

No. of Copies rec'd 072
List ABCDE

Washington, DC
New York
Paris
London



November 15, 1999

The Honorable Gloria Tristani, Commissioner
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20544

Re: In re Applications of U S WEST, Inc., Transferor, and Qwest
Communications International, Inc., Transferee, for Consent to
Transfer Control, CC Docket No. 99-272

Dear Commissioner Tristani:

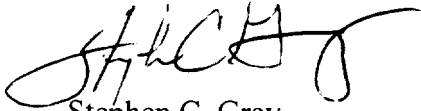
In light of recent comments that the application related to the proposed merger between U S WEST, Inc. ("U S WEST") and Qwest Communications International, Inc. ("Qwest") is on the "fast track," I am writing you with the upmost sense of urgency. McLeodUSA is both U S WEST's largest customer and largest competitor within its 14-state territory. Based on our experiences, I can assure you that this proposed merger is very likely to harm competition and consumers within and outside the U S WEST region.

Members of my staff met on November 10, 1999, with staff members of the Common Carrier Bureau to discuss the Commission's review of the proposed merger. We explained why the proposed merger will harm the public interest and hinder the development of competition in U S WEST's region. A copy of the ex parte filing made as a result of that meeting is attached.

We are currently in the process of attempting to find a mutually convenient time when we could meet with you to discuss this matter. I understand the Commission's desire to reach a decision without undue delay, and agree that there is nothing wrong with a rapid resolution of the issues. It is vitally important to the advancement of effective competition, however, that the substantial issues presented by this transaction be given serious consideration by the Commission.

Thank you for your consideration. Copies of this correspondence are included in accordance with the Commission's rules.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. C. Gray', with a stylized flourish at the end.

Stephen C. Gray
President and Chief Operating Officer

cc: Magalie Roman Salas



November 15, 1999

The Honorable William Kennard, Chairman
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20544

Re: In re Applications of U S WEST, Inc., Transferor, and Qwest
Communications International, Inc., Transferee, for Consent to
Transfer Control, CC Docket No. 99-272

Dear Chairman Kennard:

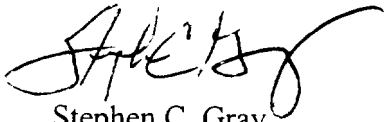
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Stephen C. Gray
President and Chief Operating Officer

cc: Magalie Roman Salas



November 15, 1999

The Honorable Susan Ness, Commissioner
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20544

Re: In re Applications of U S WEST, Inc., Transferor, and Qwest
Communications International, Inc., Transferee, for Consent to
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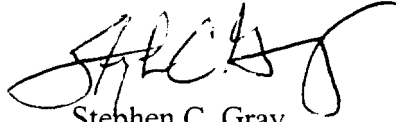
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Stephen C. Gray
President and Chief Operating Officer

cc: Magalie Roman Salas

McLeodUSA[®]

November 15, 1999

The Honorable Harold Furchtgott-Roth, Commissioner
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20544

Re: In re Applications of U S WEST, Inc., Transferor, and Qwest
Communications International, Inc., Transferee, for Consent to
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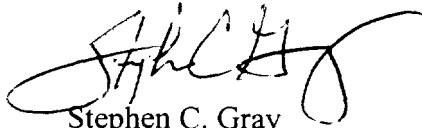
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Stephen C. Gray
President and Chief Operating Officer

cc: Magalie Roman Salas



November 15, 1999

The Honorable Michael Powell, Commissioner
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20544

Re: In re Applications of U S WEST, Inc., Transferor, and Qwest
Communications International, Inc., Transferee, for Consent to
Transfer Control, CC Docket No. 99-272

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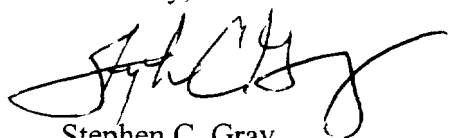
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Stephen C. Gray
President and Chief Operating Officer

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